

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas
(State)

Case number (if known): Chapter 11

☐ Check if this is an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy**

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Huemul Inversiones SpA

2. All other names debtor used in the last 8 years Pedernales Solar SpA

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 76,582,516-4 (Chilean Tax ID)

4. Debtor's address

Principal place of business

Avenida Apoquindo 4800

Number Street

Torre Dos Piso 15, 1501-A

Las Condes, Santiago, XIII Region Metropolitana, Chile, 7560973

City State ZIP Code

Mailing address, if different from principal place of business

Number Street

P.O. Box

City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

5. Debtor's website (URL)

Debtor	Name Huemul Inversiones SpA	Case number (if known) _____
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6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

7. Describe debtor's business

A. Check one:

☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))

☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))

☐ Railroad (as defined in 11 U.S.C. § 101(44))

☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))

☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))

☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))

☒ None of the above

B. Check all that apply:

☐ Tax-exempt entity (as described in 26 U.S.C. § 501)

☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)

☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

2 2 1 1

8. Under which chapter of the Bankruptcy Code is the debtor filing?

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

☐ Chapter 7

☐ Chapter 9

☒ Chapter 11. Check all that apply:

☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).

☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).

☐ A plan is being filed with this petition.

☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.

☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

Debtor	Huemul Inversiones SpA <small>Name</small>	Case number (if known) _____
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9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list. District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor See Addendum Relationship _____
District _____ When _____
MM / DD / YYYY

List all cases. If more than 1, attach a separate list. Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? *(Check all that apply.)*

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property? _____

Number Street

City State ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

Debtor **Huemul Inversiones SpA**
Name

Case number (if known)

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors¹

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 08/11/2023
MM / DD / YYYY

 Mark McDermott
0084C375113F44D

Signature of authorized representative of debtor

Mark A. McDermott

Printed name

Title Administrator

¹

The estimated number of creditors and estimated amounts of assets and liabilities are being listed on a consolidated basis for the Debtor and its debtor affiliates, identified on the addendum attached hereto.

Debtor Huemul Inversiones SpA Case number (if known) _____
Name

18. Signature of attorney

x /s/ Matthew D. Cavanaugh
Signature of attorney for debtor

Date 08/11/2023
MM / DD / YYYY

Matthew D. Cavanaugh

Printed name

Jackson Walker LLP

Firm name

1401 McKinney Street, Suite 1400

Number Street

Houston

City

TX 77010

State

ZIP Code

713-752-4284

Contact phone

mcavanaugh@jw.com

Email address

24062656

Bar number

Texas

State

Fill in this information to identify the case and this filing:

Debtor Name Huemul Inversiones SpA

United States Bankruptcy Court for the: Southern District of Texas
(State)

Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors****12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration List of equity security holders and statement of corporate ownership

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 08/11/2023
MM / DD / YYYY



DocuSigned by:
Mark McDermott
00B4C375113F4AD

Signature of individual signing on behalf of debtor

Mark A. McDermott
Printed name

Administrator
Position or relationship to debtor

SCHEDULE 1**Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the entities listed below (collectively, the "Debtors") filed a petition in this court for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Cóndor Inversiones SpA.

Cóndor Inversiones SpA
Huemul Inversiones SpA
Condor II, LLC

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

-----	X	
In re:	:	
	:	Chapter 11
	:	
Huemul Inversiones SpA,	:	Case No. 23— _____ ()
	:	
Debtor.	:	(Joint Administration Requested)
	:	
-----	X	

**CORPORATE OWNERSHIP STATEMENT AND LIST OF EQUITY
INTEREST HOLDERS PURSUANT TO FED. R. BANKR. P. 1007(a)(1) AND 7007.1**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, Huemul Inversiones SpA states as follows:

Entity	Name and Address of Corporate Owner	Percentage of Interests Held
Huemul Inversiones SpA	DENEF Investment, S.L.U. ¹ Calle Nancienes de Oca, 1B Madrid, Spain	100%

¹ As described in greater detail in the *Declaration of Alan J. Carr, Administrator of the Debtors, in Support of First Day Motions of Debtors and Debtors in Possession* (the “First Day Declaration”), while DENEF remains the 100% equity owner of the Debtor, Wilmington Trust, N.A., as Collateral Agent under the HoldCo Credit Agreement (as defined in the First Day Declaration) currently has the right under the Huemul Pledge (as defined in the First Day Declaration) to exercise 100% of the voting (or “political rights”) associated with 100% of the shares of the Debtor.

Fill in this information to identify the case:

Debtor name Huemul Inversiones SpA
 United States Bankruptcy Court for the: Southern District of Texas
(State)
 Case number (If known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	- None Known -						
2							
3							
4							
5							
6							
7							
8							

Debtor

Huemul Inversiones SpA

Case number (if known)

Name

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9							
10							
11							
12							
13							
14							
15							
16							
17							
18							
19							
20							

ACTA DE REUNIÓN EXTRAORDINARIA DE ADMINISTRADORES HUEMUL INVERSIONES SpA	MINUTES OF SPECIAL MEETING OF THE ADMINISTRATORS HUEMUL INVERSIONES SpA
<p>A 9 de agosto del año 2023, siendo las 12:30 horas de Chile, reunidos mediante medios tecnológicos, tuvo lugar la Reunión Extraordinaria de Administradores de Huemul Inversiones SpA (en adelante también la “Sociedad” o “Huemul Inversiones”) con la asistencia de los administradores señores Mark Alan Mc Dermott, pasaporte estadounidense número 547041523, Daniel Gregory Katz, pasaporte estadounidense número 520661928, y Alan Jeffrey Carr, pasaporte estadounidense número 591911494 (en adelante y en conjunto los “Administradores”). Actuó como secretario de actas ad hoc don S. Wade Angus. Verificada la identidad de los participantes, y la comunicación simultánea y permanente, se dio por constituida la reunión y abierta la sesión.</p>	<p>On August 9, 2023, at 12:30pm Chilean time, a Special Meeting of the Administrators of Huemul Inversiones SpA (hereinafter also referred to as the “Company” or “Huemul Inversiones”) was held via remote means. The meeting was attended by the administrators, Mr. Mark Alan Mc Dermott, bearer of US passport No. 547041523, Mr. Daniel Gregory Katz, bearer of US passport No. 520661928, and Mr. Alan Jeffrey Carr, bearer of US passport No. 591911494 (hereinafter collectively referred to as the “Administrators”). Mr. S. Wade Angus acted as ad hoc secretary of the meeting. After the identity of the participants and simultaneous and continuous communication were verified, the meeting was declared open and in session.</p>
<p>1. <u>Antecedentes.</u></p> <p>1.1. Constitución y modificaciones. La Sociedad fue constituida originalmente bajo el nombre: “Pedernales Solar SpA”, mediante escritura pública de fecha 1 de</p>	<p>1. <u>Background.</u></p> <p>1.1. Incorporation and modifications. The Company was originally incorporated as “Pedernales Solar SpA” pursuant to a public deed dated July 1, 2016, granted</p>

<p>julio de 2016, otorgada en la Notaría de Santiago de don Roberto Antonio Cifuentes Allel, bajo el repertorio número 5716-2016, cuyo extracto fue inscrito a fojas 48.244 número 26.419 del Registro del Comercio de Santiago correspondiente al año 2016 y fue publicado en el Diario Oficial con fecha 9 de julio del mismo año. A esta fecha, los estatutos de la Sociedad han sido objeto de diversas modificaciones, constando la última de ellas en acuerdo de accionistas sin forma de junta otorgado por escritura pública de fecha 12 de julio de 2023, otorgada en la notaría de Santiago de don Francisco Leiva Carvajal, bajo el repertorio número 51.149 (en adelante también la “Escritura de Modificación”). Un extracto de dicha escritura fue inscrito a fojas 61.921, número 26.766 del Registro de Comercio de Santiago correspondiente al año 2023 y fue publicado en el Diario Oficial con fecha 19 de julio del mismo año.</p>	<p>before Santiago Notary Mr. Roberto Antonio Cifuentes Allel, under record No. 5716-2016. The extract of this deed was registered on page 48,244 number 26,419 of the Commercial Registry of Santiago for the year 2016 and was published on the Official Gazette on July 9 of the same year. Since its incorporation, the Company’s bylaws have been subject to several modifications, the latest of which was made pursuant to a shareholder agreement without the form of a meeting granted by means of a public deed dated July 12, 2023, before Santiago Notary Mr. Francisco Leiva Carvajal, under record No. 51,149 (hereinafter referred to as the “Modification Deed”). An extract of this deed was registered on page 61,921 number 26,766 of the Commercial Registry of Santiago for the year 2023 and was published on the Official Gazette on July 19 of the same year.</p>
<p>1.2. Acciones y Registro de Accionistas.</p> <p>El capital de la Sociedad asciende a la cantidad de 104.235.351 dólares de los Estados Unidos de América, dividido actualmente en 40.292.110 acciones ordinarias, nominativas, sin valor nominal y de una única serie, íntegramente suscritas</p>	<p>1.2. Shares and Shareholders Registry.</p> <p>The Company’s share capital is 104,235,351 United States dollars, currently divided into 40,292,110 ordinary, nominative, non-par value shares of a single series, fully subscribed and paid up. According to the Shareholders Registry of</p>

<p>y pagadas. De acuerdo con el Registro de Accionistas de la Sociedad, a esta fecha el único accionista de la Sociedad es Denef Investments S.L.U. ("Denef Investments"), titular de las 40.292.110 acciones ordinarias, nominativas y sin valor nominal, todas de una misma y única serie, en las que se divide el capital social de Huemul Inversiones.</p>	<p>the Company, the only shareholder at this date is Denef Investments S.L.U. ("Denef Investments"), holding all 40,292,110 ordinary, nominative, non-par value shares, all of the same and single series, into which the share capital of Huemul Inversiones is divided.</p>
<p>1.3. Administración. Según consta en el Artículo 10 de los estatutos sociales, la administración y representación de la Sociedad corresponde a un o más administradores, pudiendo ser personas naturales o jurídicas, a quien actuando en la forma que se determine en el acto de su designación, les corresponderá representar judicial y extrajudicialmente a la Sociedad.</p>	<p>1.3. Administration. According to Article 10 of the bylaws, the administration and representation of the Company are the responsibility of one or more administrators, who may be natural or legal persons, and who, acting as established in the act of their appointment, shall have the power to represent the Company both judicially and outside of judicial proceedings.</p>
<p>1.4. Administradores designados. Mediante acuerdos de accionistas sin forma de junta otorgados por escrituras públicas de fecha 31 de julio y 7 de agosto de 2023, ante la Notario Interina de Santiago doña Paulina Constanza Estay Calzadilla, bajo los repertorios 6151-2023 y 6341-2023, respectivamente (en adelante también las "Escrituras de Designación"), Denef Investments, en su calidad de único y actual accionista de la</p>	<p>1.4. Appointed Administrators. By means of shareholder agreements without the form of a meeting executed as public deeds dated July 31 and August 7, 2023, both before Santiago Interim Notary Ms. Paulina Constanza Estay Calzadilla, under record 6151-2023 and record 6341-2023, respectively (hereinafter also referred to as the "Appointment Deeds"), Denef Investments, in its capacity as the sole and current shareholder of the Company, duly</p>

<p>Sociedad, debidamente representada por Wilmington Trust, National Association, conforme al mandato irrevocable otorgado en el ejercicio los derechos contemplados en la Cláusula 10 Sección 10.2 del contrato de prenda sin desplazamiento sobre acciones otorgado por escritura pública de fecha 30 de septiembre de 2020 en la notaría de San Miguel de don Jorge Reyes Bessone, entre Denef Investments y Wilmington Trust, National Association (el “Contrato de Prenda”), designó como administradores de la Sociedad a los señores Mark Alan Mc Dermott, pasaporte estadounidense número 547041523, Daniel Gregory Katz, pasaporte estadounidense número 520661928, y Alan Jeffrey Carr, pasaporte estadounidense número 591911494.</p>	<p>represented by Wilmington Trust, National Association, pursuant to the irrevocable power of attorney granted in the exercise of the rights contemplated in Clause 10 Section 10.2 of the pledge agreement over shares granted by means of a public deed dated September 30, 2020, before Notary Mr. Jorge Reyes Bessone of San Miguel, between Denef Investments and Wilmington Trust, National Association (the “Pledge Agreement”), appointed Mr. Mark Alan Mc Dermott, bearer of US passport No. 547041523, Mr. Daniel Gregory Katz, bearer of US passport No. 520661928, and Mr. Alan Jeffrey Carr, bearer of US passport No. 591911494, as administrators of the Company.</p>
<p>2. <u>Instalación de la Sesión.</u> Se dio por instalada la sesión, por unanimidad de los señores Administradores asistentes.</p>	<p>2. <u>Meeting Installation.</u> The meeting was declared open by unanimous consent of the attending Administrators.</p>
<p>3. <u>Cuenta.</u> Los señores Administradores señalan que se han reunido para tratar y referirse a los siguientes asuntos: (a) análisis de la situación económica y financiera de la Sociedad; y (b) eventual adopción de medidas urgentes.</p>	<p>3. <u>Agenda.</u> The Administrators state that they have gathered to discuss the following matters: (a) analysis of the economic and financial situation of the Company; and (b) adoption of urgent measures.</p>
<p>4. <u>Análisis de la situación económica y</u></p>	<p>4. <u>Analysis of the economic and</u></p>

<u>financiera de la Sociedad y adopción de medidas urgentes.</u>	<u>financial situation of the Company and adoption of urgent measures.</u>
<p>(i) Los señores Administradores dan revisión a los antecedentes económicos y financieros de la Sociedad, a los antecedentes acompañados a los procesos judiciales de reorganización concursal seguidos ante el 6° Juzgado Civil de Santiago y el 15° Juzgado Civil de Santiago, conforme a las causas Rol C-12.429-2023 y Rol C-12.426-2023, respectivamente, y demás información pública disponible, información que da cuenta del estado actual de los negocios de la Sociedad y sus filiales, evidenciándose una situación financiera compleja y deteriorada.</p>	<p>(i) The Administrators reviewed the economic and financial background of the Company and the accompanying records in the bankruptcy reorganization court proceedings before the 6th Civil Court of Santiago and the 15th Civil Court of Santiago, pursuant to cases Rol C-12.429-2023 and Rol C-12.426-2023, respectively, as well as other publicly available information. These records illustrate the current complex and deteriorated financial situation of the Company and its subsidiaries.</p>
<p>(ii) Del mismo modo, los señores Administradores dan cuenta que Huemul Inversiones se constituyó en codeudora y fiadora solidaria de Denef Investments, en los términos y condiciones estipulados en el contrato denominado “Credit and Guarantee Agreement”, celebrado mediante instrumento privado en idioma inglés de fecha 17 de septiembre de 2020, entre Mainstream Renewable Power Mezzanine Finance DAC, Denef Investments, Cóndor Inversiones SpA, la Sociedad y Wilmington Trust, National</p>	<p>(ii) Likewise, the Administrators acknowledge that Huemul Inversiones acted as a co-debtor and joint guarantor of Denef Investments, under the terms and conditions established in the contract referred to as the “Credit and Guarantee Agreement,” executed by means of a private instrument in English language dated September 17, 2020, among Mainstream Renewable Power Mezzanine Finance DAC, Denef Investments, Cóndor Inversiones SpA, the Company and Wilmington Trust, National Association</p>

<p>Association el (“Contrato de Crédito”). En relación con lo anterior, los señores Administradores han tomado conocimiento de la ocurrencia de un “Evento de Incumplimiento” o “Events of Default” definido en el Contrato de Crédito por parte de Deneff Investments respecto de Wilmington Trust, National Association, por la suma de US\$280.000.000 por concepto de capital más intereses acumulados, lo que manifiesta la compleja situación financiera de la Sociedad.</p>	<p>(the “Credit Agreement”). In relation to the foregoing, the Administrators have been made aware of the occurrence of an “Event of Default” or “Events of Default,” as defined in the Credit Agreement, on the part of Deneff Investments regarding Wilmington Trust, National Association, in the amount of US\$280,000,000 for capital plus accrued interest, which further demonstrates the Company’s complex financial situation.</p>
<p>(iii) Para el análisis de los antecedentes antes mencionados, los señores Administradores han: (a) revisado de manera regular y cuidadosa los materiales y otra información presentada por los asesores de la Sociedad con respecto a las condiciones comerciales de la Sociedad, sus operaciones, su posición financiera actual y proyectada, y otra información relevante; (b) evaluado minuciosamente las alternativas estratégicas de la Sociedad, incluida una posible reestructuración; (c) mantenido amplias conversaciones con los asesores de la Sociedad en relación con estos asuntos; y (d) determinado que la presentación de peticiones voluntarias bajo el Capítulo 11 de la Ley de Quiebras de los Estados Unidos por parte de la Sociedad y Condor II, LLC, una sociedad de</p>	<p>(iii) For the analysis of the aforementioned background, the Administrators have: (a) regularly and carefully reviewed the materials and other information presented by the Company’s advisors regarding the Company’s business conditions, the Company’s operations, its current and projected financial position and other relevant information; (b) thoroughly evaluated the Company’s strategic alternatives, including a possible restructuring; (c) conferred extensively with the Company’s advisors regarding these matters; and (d) determined that the filing of voluntary petitions under Chapter 11 of the US Bankruptcy Code by the Company and Condor II, LLC, a Texas limited liability company (“Condor II, LLC”), of which the Company owns 50% of the issued and</p>

<p>responsabilidad limitada de Texas ("Condor II, LLC"), de la cual la Sociedad posee el 50% del capital social, está en el mejor interés de la Sociedad.</p>	<p>outstanding membership interests, is in the best interests of the Company.</p>
<p>5. <u>Acuerdo.</u> En razón de lo anterior, luego de debatir extensamente la situación, el Sr. Alan Jeffrey Carr y el Sr. Mark Alan Mc Dermott (los "Administradores Votantes") acuerdan que, según el criterio de los Administradores Votantes, es deseable y está en el mejor interés de la Sociedad que la misma y Condor II, LLC busquen protección bajo el Capítulo 11 de la Ley de Quiebras de los Estados Unidos o en cualquier foro apropiado ("Caso del Capítulo 11"). El Sr. Daniel Gregory Katz se abstuvo de votar, adoptar o aprobar cualquier resolución relacionada con el Caso del Capítulo 11.</p>	<p>5. <u>Resolution.</u> In light of the above, after extensive deliberation, Mr. Alan Jeffrey Carr and Mr. Mark Alan Mc Dermott (the "Voting Administrators") resolved that, in the judgment of the Voting Administrators, it is desirable and in the best interests of the Company that the Company and Condor II, LLC seek relief under Chapter 11 of the US Bankruptcy Code or in any appropriate forum ("Chapter 11 Case"). Mr. Daniel Gregory Katz abstained from voting on, adopting or approving any resolutions relating to the Chapter 11 Case.</p>
<p>6. <u>Poderes especiales.</u> Posteriormente, y para llevar a cabo las resoluciones adoptadas por los Administradores Votantes en el punto anterior, los Administradores Votantes acuerdan, en nombre de la Sociedad, lo siguiente:</p>	<p>6. <u>Special Powers.</u> Subsequently, and to implement the resolutions adopted by the Voting Administrators in the preceding item, the Voting Administrators agree, on behalf of the Company, on the following:</p>
<p>(i) las "Personas Autorizadas" (según se define a continuación) están y por la presente quedan autorizadas para presentar peticiones voluntarias (las</p>	<p>(i) the "Authorized Persons" (as defined below) shall be, and hereby are, authorized to file voluntary petitions (the "Petitions") to initiate the Chapter 11 Case, in the United</p>

<p>“Peticiones”) para iniciar el Caso del Capítulo 11, en el Tribunal de Quiebras de los Estados Unidos para el Distrito Sur de Texas o en cualquier otro tribunal (el “Tribunal de Quiebras”) que cada Persona Autorizada determine como apropiado, y llevar a cabo cualquier y todas las acciones que sean razonables, convenientes, adecuadas, expeditas o necesarias para llevar a cabo lo anterior, siendo la ejecución de tales acciones evidencia concluyente de la razonabilidad, conveniencia, adecuación, oportunidad o necesidad de las mismas.</p>	<p>States Bankruptcy Court for the Southern District of Texas or such other court (the “Bankruptcy Court”) as each Authorized Person shall determine to be appropriate and perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect the foregoing, the performance of such acts to constitute conclusive evidence of the reasonableness, advisability, expedience, convenience, appropriateness or necessity thereof.</p>
<p>(ii) cada Persona Autorizada estará y por la presente queda autorizada, dirigida y facultada, en nombre y representación de la Sociedad, para: (a) ejecutar, reconocer, entregar y verificar las Peticiones y todos los demás documentos auxiliares, y presentar las Peticiones ante el Tribunal de Quiebras, según corresponda, y realizar o hacer realizar, antes de su ejecución, cualquier modificación a las Peticiones o documentos auxiliares que cualquier Persona Autorizada, a su discreción, considere necesaria, deseable o apropiada para llevar a cabo la intención y cumplir los propósitos de estas resoluciones; (b) ejecutar, reconocer, entregar, verificar y presentar o hacer presentar todas las</p>	<p>(ii) each Authorized Person shall be, and each of them hereby is, authorized, directed and empowered, in the name and on behalf of the Company, to: (a) execute, acknowledge, deliver and verify the Petitions and all other ancillary documents, and cause the Petitions to be filed with the Bankruptcy Court, as appropriate, and make or cause to be made prior to execution thereof any modifications to the Petitions or ancillary documents as any such Authorized Person, in such person’s discretion, deems necessary, desirable or appropriate to carry out the intent and accomplish the purposes of these resolutions; (b) execute, acknowledge, deliver, verify and file or cause to be filed</p>

<p>peticiones, programas, declaraciones, listas, mociones y otros documentos necesarios o deseables en relación con lo anterior; (c) ejecutar, reconocer, entregar y verificar todos los demás documentos necesarios, deseables o apropiados en relación con ello y administrar el Caso del Capítulo 11 en la forma o formas que cualquier Persona Autorizada apruebe; y las acciones de cualquier Persona Autorizada tomadas de conformidad con esta resolución, incluida la ejecución, reconocimiento, entrega y verificación de las Peticiones y todos los documentos auxiliares y todos los demás acuerdos, certificados, instrumentos, garantías, avisos y otros documentos, constituirán evidencia concluyente de la aprobación de dicha Persona Autorizada y la necesidad, conveniencia o adecuación de las mismas; y (d) tomar cualquier acción que se considere necesaria, deseable o apropiada para llevar a cabo la intención de esta resolución, incluida la presentación de las Peticiones y cualquier documento auxiliar.</p>	<p>all petitions, schedules, statements, lists, motions, applications and other papers or documents necessary or desirable in connection with the foregoing; (c) execute, acknowledge, deliver and verify any and all other documents necessary, desirable or appropriate in connection therewith and to administer the Chapter 11 Case in such form or forms as any such Authorized Person may approve; and the actions of any Authorized Person taken pursuant to this resolution, including the execution, acknowledgment, delivery and verification of the Petitions and all ancillary documents and all other agreements, certificates, instruments, guaranties, notices and other documents, shall be conclusive evidence of such Authorized Person's approval and the necessity, desirability or appropriateness thereof; and (d) to take any action as may be deemed necessary, desirable or appropriate to carry out the intent of this resolution, including the filing of the Petitions and any ancillary documents.</p>
<p>(iii) las Personas Autorizadas quedan, por la presente, autorizadas, dirigidas y facultadas, en nombre y representación de la Sociedad, para contratar los servicios de: (a) Jones Day; (b) Jackson Walker LLP; (c) Guerrero Iturra Abogados; y (d) otros</p>	<p>(iii) the Authorized Persons shall be, and each of them individually hereby is, authorized, directed and empowered, in the name and on behalf of the Company, to retain: (a) Jones Day; (b) Jackson Walker LLP; (c) Guerrero Iturra Abogados;</p>

<p>profesionales adicionales, incluidos abogados, contadores, asesores financieros, banqueros de inversión, actuarios, consultores, expertos, agentes o corredores (junto con las firmas mencionadas anteriormente, los “Profesionales”), en cada caso según el juicio de dichas Personas Autorizadas pueda ser necesario, deseable o apropiado en relación con el Caso del Capítulo 11 y otros asuntos relacionados, en los términos aprobados por dicha Persona Autorizada o Personas Autorizadas, y la contratación de los mismos por parte de dicha Persona Autorizada constituirá evidencia concluyente de la aprobación de tal Persona Autorizada y la necesidad, conveniencia o adecuación de dicha contratación.</p>	<p>and (d) such additional professionals, including attorneys, accountants, financial advisors, investment bankers, actuaries, consultants, experts, agents or brokers (together with the foregoing identified firms, the “Professionals”), in each case as in any such Authorized Person’s judgment may be necessary, desirable or appropriate in connection with the Chapter 11 Case and other related matters, on such terms as such Authorized Person or Authorized Persons shall approve and such Authorized Person’s retention thereof to constitute conclusive evidence of such Authorized Person’s approval and the necessity, desirability or appropriateness thereof.</p>
<p>(iv) las firmas de abogados Jones Day, Jackson Walker LLP y Guerrero Iturra Abogados, y cualquier otro asesor legal especial o local seleccionado por las Personas Autorizadas, en su caso, quedan, por la presente, autorizados, facultados y dirigidos a representar a la Sociedad, como deudor y deudor en posesión, en relación con el Caso del Capítulo 11 o cualquier otro procedimiento de reestructuración iniciado por o en contra de ella bajo la Ley de Quiebras de los Estados Unidos o en</p>	<p>(iv) the law firms of Jones Day, Jackson Walker LLP and Guerrero Iturra Abogados and any additional special or local counsel selected by the Authorized Persons, if any, shall be, and hereby are, authorized, empowered and directed to represent the Company, as debtor and debtor in possession, in connection with the Chapter 11 Case or any other restructuring proceedings commenced by or against it under the US Bankruptcy Code or in any other appropriate forum in which the</p>

cualquier otro foro apropiado en el cual la Sociedad pueda solicitar reconocimiento.	Company may seek recognition.
<p>(v) además de las autorizaciones específicas conferidas hasta la fecha a las Personas Autorizadas, se autoriza a cada Persona Autorizada, con plenos poderes de delegación, en nombre y representación de la Sociedad, a tomar o hacer que se tomen todas y cada una de las acciones necesarias y a ejecutar y entregar, o hacer que se ejecuten o entreguen, y a modificar, complementar o modificar de otra manera en cualquier momento, todos y cada uno de los acuerdos, documentos, certificados, instrumentos, declaraciones, avisos, compromisos, enmiendas y otros escritos, y a incurrir y pagar o dirigir el pago de todos los honorarios y gastos, incluidos los derechos de presentación, que, a juicio de la Persona Autorizada, sean necesarios, deseables o apropiados para llevar a cabo el propósito e intención de todas y cada una de las resoluciones anteriores adoptadas aquí.</p>	<p>(v) in addition to the specific authorizations heretofore conferred upon the Authorized Persons, each Authorized Person be, and hereby is, authorized with full power of delegation, in the name and on behalf of the Company, to take or cause to be taken any and all such further actions and to execute and deliver or cause to be executed or delivered, and to amend, supplement or otherwise modify from time to time, any and all such agreements, documents certificates, instruments, statements, notices, undertakings, amendments and other writings, and to incur and to pay or direct payment of all such fees and expenses, including filing fees, as in the judgment of the Authorized Person shall be necessary, desirable or appropriate to effectuate the purpose and intent of any and all of the foregoing resolutions adopted herein.</p>
<p>(vi) la firma de cualquier administrador o Persona Autorizada podrá, pero no será necesario, ser una firma facsimilar o electrónica impresa o reproducida de alguna otra manera en los documentos, y para tal efecto, la Sociedad adopta como</p>	<p>(vi) the signature of any administrator or Authorized Person may, but need not, be a facsimile or electronic signature imprinted or otherwise reproduced on the documents, and for that purpose the Company hereby adopts as binding upon it</p>

<p>vinculante la firma facsimilar de cualquier administrador o Persona Autorizada, presente o futuro, no obstante el hecho de que en el momento en que los documentos sean ejecutados, autenticados o entregados o dispuestos, dicha persona haya dejado de ser administrador o Persona Autorizada de la Sociedad. En caso de que algún administrador o Persona Autorizada de la Sociedad cuya firma facsimilar aparezca en los documentos deje de ocupar tal cargo antes de que los documentos hayan sido ejecutados, autenticados y entregados o dispuestos por la Sociedad, dichos documentos podrán ser ejecutados, autenticados, entregados o dispuestos y serán válidos como si tal persona no hubiera dejado de ocupar tal posición con la Sociedad; y cualquier documento que haya sido así ejecutado, autenticado, entregado o dispuesto es adoptado por la Sociedad como sus obligaciones vinculantes.</p>	<p>the facsimile signature of any present or future administrator or Authorized Person, notwithstanding the fact that at the time the documents shall be executed, authenticated or delivered or disposed of such person shall have ceased to be an administrator or Authorized Person of the Company and that, in case any administrator or Authorized Person of the Company whose facsimile signature shall appear on the documents shall cease to hold such office before the documents have been executed, authenticated and delivered or disposed of by the Company, such documents nevertheless may be executed, authenticated and delivered or disposed of and such documents shall be valid as though such person had not ceased to hold such position with the Company; and that any such documents as shall have been so executed, authenticated, delivered or disposed of are hereby adopted by the Company as its binding obligations.</p>
<p>(vii) todos los actos realizados legalmente o acciones tomadas legalmente por cualquier Persona Autorizada, o bajo la dirección de una Persona Autorizada, o por cualquiera de los Profesionales bajo la dirección de una Persona Autorizada, en relación con el Caso del Capítulo 11 o</p>	<p>(vii) all acts lawfully done or actions lawfully taken by any Authorized Person, or at the direction of an Authorized Person, or by any of the Professionals at the direction of an Authorized Person, in connection with the Chapter 11 Case or any proceedings related thereto, or any matter related</p>

<p>cualquier procedimiento relacionado con el mismo, o cualquier asunto relacionado con el mismo, quedan por la presente adoptados, ratificados, confirmados y aprobados en todos los aspectos como los actos y hechos de la Sociedad.</p>	<p>thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company.</p>
<p>(viii) todas y cada una de las acciones y transacciones legales realizadas por cualquier Persona Autorizada, o bajo la dirección de una Persona Autorizada, en representación y en nombre de la Sociedad con respecto a cualquier transacción contemplada en las resoluciones anteriores, previas a la adopción de dichas resoluciones, quedan por la presente ratificadas, autorizadas, aprobadas, adoptadas y consentidas en todos los aspectos y para todos los fines.</p>	<p>(viii) any and all lawful actions and transactions by any Authorized Person, or at the direction of an Authorized Person, for and on behalf and in the name of the Company with respect to any transactions contemplated by the foregoing resolutions, before the adoption of the foregoing resolutions be, and they hereby are, ratified, authorized, approved, adopted and consented to in all respects for all purposes.</p>
<p>(ix) El secretario y/o cualquier Persona Autorizada quedan por la presente autorizados y facultados para certificar y/o atestiguar estas resoluciones, el certificado de incumbencia y otros documentos o instrumentos que el secretario de la Sociedad considere necesarios o apropiados en relación con los asuntos mencionados anteriormente; no obstante, se establece que dicha certificación y/o atestación no será requerida para que cualquier documento, instrumento o</p>	<p>(ix) the secretary and/or any Authorized Person hereby are authorized and directed to certify and/or attest to these resolutions, certificate of incumbency and such other documents or instruments that the secretary of the Company may deem necessary or appropriate in connection with the foregoing matters; provided, however, that such certification and/or attestation shall not be required for any document, instrument or agreement to be valid and binding on the Company.</p>

acuerdo tenga validez y vinculación con la Sociedad.	
(x) A los efectos de estas resoluciones, el término “Persona Autorizada” significará e incluirá a cualquier uno de los Administradores.	(x) for the purposes of these resolutions, the term “Authorized Person” shall mean and include any one of the Administrators.
No habiendo más asuntos que tratar, se puso término a la sesión a las 13:00 horas de Santiago de Chile.	Having no further business to discuss, the meeting was adjourned at 1:00pm Santiago, Chile time.
<i>[Siguen las páginas de firmas / el resto de la página se dejó en blanco intencionalmente]</i>	<i>[Signature pages follow – remainder of page intentionally left blank]</i>

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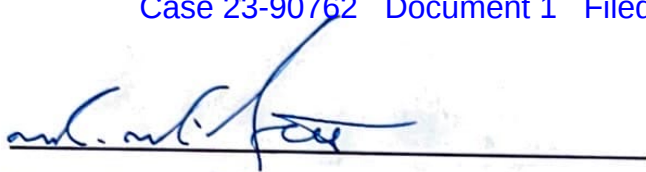
Daniel Gregory Katz

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Daniel Gregory Katz



Alan Jeffrey Carr



Mark Alan Mc Dermott